

WHITPAIN GREENS SWIM CLUB
CONSTITUTION AND BY-LAWS

As revised January 2010

Article I — Name

1.1

The name of the Corporation is Whitpain Greens Swim Club, a non-profit corporation incorporated under the laws of the Commonwealth of Pennsylvania, hereinafter also referred to as Whitpain Greens and also referred to as the Club and as the Corporation.

Article II — Purpose

2.1

The purpose of Whitpain Greens Swim Club is to promote the health, morals, safety, and general welfare of its members: to provide, establish, construct, develop, acquire, promote, operate, and maintain a swimming pool club organization and country club and other recreational facilities for the benefit of the members of the Club and their guests: to raise funds by membership subscriptions; fees and dues; to borrow money; to issue evidence of indebtedness of any or all of the objects of its purposes and business; to secure the same by mortgage, deed, trust, pledge or other lien; to acquire and own, improve and operate, buy, sell, lease, assign, rent, mortgage or otherwise manage real property and personal property for the above stated purposes: to construct, operate and maintain buildings and other facilities as may be required for the fulfillment of its purposes; to provide refreshments and social diversions for its members: to enter into, perform and carry out any contracts of any kind necessary in connection with or incidental to the accomplishment of any one or more of the purposes of this corporation. For these purposes, the corporation is to have, possess and enjoy all the rights, benefits and privileges relating to corporations.

Article III Membership

3.1

Membership shall be by proper application to the Membership Committee. The Membership Committee shall make its recommendations to the Board of Directors for the approval or disapproval of the applicant applying for membership.

3.2

Approval for membership shall be by two-thirds of the Board of Directors present at their first meeting after receiving recommendations from the Membership Committee as set forth in Article VII, Section 7.4.

3.3

Membership in the Club shall consist of Active Family Units, which shall be defined and classified as follows:

- A. Active Family Units: An Active Family Unit is defined as one Family Unit living in the same household who has paid annual dues, when payable, for the current fiscal year. The fiscal year for the Club begins on November 1st.

- B. Special Members: Exceptions in specific instances in a Family Unit other than specified; an individual whose residence is in the same household but not a member shall be considered a "special member". Such a membership shall be approved by the Board of Directors, and their decision shall be final. A special member may not include a separate family unit consisting of husband, wife, or children whose residence is in the same household as that of an Active Member.

3.4

Active members shall be permitted to have guests as prescribed in Article VIII.

3.5

- A. The number of active family memberships shall be established at 300 active family units. At the discretion of the Board of Directors, total active family memberships may be increased to a maximum of 350.
- B. Annual active membership in the club shall be filled beginning with those family units who have remained current relative to the last annual dues payment. In the event the active membership has not been filled by the dues payable date for the current fiscal year, former active members will then be given preference over prospective new members.

3.6

Any member of the Club may withdraw from Membership in the Club at any time subject to the provisions of Article TX, Section 9.3, and there shall be no refund of the current year's dues.

3.7

Any member of any classification of a Family Unit may be suspended, for cause shown, for a period not exceeding three (3) months, after having been given an opportunity to be heard and after being confronted with the charges made against such member. Such suspension shall be invoked upon a two-thirds (2/3) vote of the Board of Directors present at any meeting called to act upon the charges. Any member of any classification of a Family Unit may be expelled for cause after having been given an opportunity to be heard and after being confronted with the charges made against him. Such expulsion shall be invoked upon a vote of three-fourths (3/4) of the entire membership of the Board of Directors. Cause of suspension or expulsion shall, in general, consist of a violation of these By-Laws. Or the rules of the Club promulgated from time to time or of conduct unbecoming a lady or gentleman, or such acts as are deemed detrimental to or inconsistent with the orderly functions and conduct of Whitpain Greens. Notice of the charges pertaining to proposed suspension shall be contained in writing and shall be sent by registered or certified mail to the address of such member as is listed on Club membership. Such member shall be given not less than ten (10) days' notice of the charge and of the date set for a hearing by the Board to consider the charge and to vote thereon.

3.8

The Board of Directors may delegate to the responsible employee of the Club the power to suspend pool privileges for the violation of the Club rules and regulations provided such suspension does not exceed seven (7) days. A report of such suspension, containing reason(s) therefore shall be submitted to the President within twenty-four hours.

3.9

All classes of membership of the Club shall be accorded the facilities of the Club subject to the pool rules and regulations which shall be posted at all times at a conspicuous place on the Club property.

3.10

All members, when using the facilities of the Club, shall park vehicles in the area for which parking is provided. Members shall refrain from parking on the public highways in the vicinity of the Club.

Article IV — Government

4.1

The management of the affairs of the Corporation shall be vested in a Board of Directors. The Board of Directors, in addition to its customary and general powers, shall direct the investment and care of the funds and property of the corporation; shall make appropriations for specific purposes; shall fill vacancies in the offices of the Club and in Board of Directors. Officers and Directors so appointed shall serve until the next annual meeting. The Board of Directors shall cause an annual audit to be made and a report thereof rendered.

The Board of Directors shall consist of up to twelve (12) members duly elected by the membership at the regular meeting herein after prescribed in Article VI.

4.3

Any member of the Board of Directors, who shall cease to be an "Active" Member of the Club, shall automatically cease to be a member of the Board of Directors.

4.4

The Board shall meet monthly. Any member of the Board failing to attend three consecutive regular monthly meetings shall cease to be a member of the Board of Directors, unless excused by a majority vote of the Board of Directors present at that meeting.

4.5

A Director may be removed from office for cause, after a hearing by vote of a majority of the entire Board, after a ten (10) day written notice to the offending director to attend a hearing before the Board.

4.6

Directors shall not be compensated, nor shall they be excluded from all duties and obligations of membership.

4.7

Directors holding the positions of President, Vice President, Treasurer, and Secretary during the last year of their board tenure shall remain as part of the Board in an advisory capacity for a period of one year. As advisors they shall:

- A. Be informed of all Board meetings.
- B. Not retain Board voting privilege.

Article V — Officers

5.1

The Officers of the Club shall consist of a President, Vice President, Secretary, and Treasurer, all of who shall by duly elected by the Board of Directors from its membership. The vote for the officers shall be held at the first regular monthly meeting of the Board following the General Annual Meeting.

5.2

The President shall preside at the meetings of the Club and of the Board of directors. He shall be the administrative officer of the Club. He shall appoint all standing committees. Designating the chairman thereof and all special committees as may be directed. He shall be an ex-official member of all the committees.

5.3

The Vice President shall perform all duties of the President during the absence of the President, and all other duties as may be prescribed by the President or the Board of Directors.

5.4

The Secretary shall send out the notices of the meetings of the Club and of the Board of Directors; shall keep the minutes, and attend to the correspondence pertaining to his office; and shall perform such other duties as may be directed by the Board of Directors.

5.5

The Treasurer shall direct keeping the accounts of the Club; collecting its revenues, and payment of bills as approved by the Board of Directors; shall deposit funds of the Club received by him, in the name of the Club, in such depository as may be approved by the Board; shall perform such other duties as directed of him by the Board of Directors. The Treasurer shall be bonded at the expense of the Club.

Article VI — Club Meetings

6.1

The Annual Meeting of the Club shall be held during the month of November each year at such place and time as may be directed by the Board of Directors.

6.2

The Annual Meeting shall be held for the purpose of electing Directors, as is hereinafter set forth; for the presentation of reports from the Secretary, Treasurer and all committee chairmen and for the transaction of such other business as may be indicated in the notice or as may be presented.

6.3

Special meetings of the Club may be called by the Board of Directors. Special meetings may also be called upon written request to the Secretary by at least twenty-five (25) members in good standing stating the purpose therefore.

6.4

Written notice of every meeting shall be given to each member of record entitled to vote at the meeting, at least ten (10) days prior to the date scheduled for the meeting. Notice to the last known address of the stockholder as listed on record shall constitute proper notice.

Article VII — Committees

7.1

The following committees shall include the following:

Finance Committee, Operating Committee, Membership Committee, Planning and Improvements Committee, and Recreation Committee. Only Directors shall be Chairmen of Standing Committees. All Committees shall have, in addition to the duties prescribed, such other duties as may be assigned by the Board of Directors.

7.2

The Finance Committee shall consist of a chairman and up to four (4) "Active Members", and shall:

- A. Prepare and submit to the Board of Directors, before January 1st of each year, an annual budget providing for all anticipated expenditures of the corporation for the year.
- B. Make recommendations for the Board of Directors on all fiscal matters.

7.3

The Operating Committee shall consist of a chairman and up to six (6) "Active Members", and shall:

- A. Employ and supervise qualified pool attendants and other personnel required for the safe and proper operation and conduct of activities and functions of the corporation subject to the provisions of Article IV, Section 4.1 of the Constitution.
- B. Make expenditures for normal operations as authorized in the annual budget.
- C. Promulgate and enforce rules and regulations governing the use and operation of the swimming pool and other facilities, including the date and time of opening and closing the pool and all the facilities and other duties of members, guests and employees.
- D. Make a weekly bacteriological examination of the water in the swimming pool and post each weekly report
- E. Do all things necessary and proper for the safe and proper maintenance care and operation of corporation property, facilities and equipment.

7.4

The Membership Committee shall consist of a chairman and up to four (4) "Active Members", and shall:

- A. Consider the application for approval or disapproval and recommendation to the Board of Directors any applicant for membership in the Club.
- B. The Membership Committee shall act on each application. A majority vote of the Committee members present at the meeting called to act upon the application shall be required to recommend an applicant to the Board of Directors for membership in the Club.

7.5

The Planning and Improvement/Maintenance Committee shall consist of a chairman and up to four (4) "Active Members", and shall be responsible for:

- A. Planning all major changes in, additions to, and improvements of the property of the Corporation, the facilities, and equipment; submitting plans, estimates, and recommendations to the Board of Directors.

7.6

The Recreation Committee shall consist of a chairman and up to (6) "Active Members", and shall:

- A. Prepare the program of instruction and entertainment, and exercise supervision over same. B. Swim Team chairman will prepare swim team program including activities surrounding the team.

7.7

There shall be such other committees as the President may from time to time appoint.

7.8

The Nominating Committee's duties are prescribed under Article X, Section 10.1 and 10.2

Article VIII — Guests

8.1

Guests may be admitted to the Club grounds as prescribed in Article III, upon payment of a guest fee, and in accordance with the guest policy, as shall be fixed by the Board of Directors.

8.2

The host member, with his name and that of his guest, shall sign the guest register.

8.3

Visitors may be admitted without charges as guests of the Club on approval of the Board of Directors. All such visitors must be registered and must be accompanied by a member of the Board of Directors or a Director's adult family member.

8.4

Subject to the provisions of Section 8.1 above, the Board of Directors may make such regulations as it seems necessary and proper to govern the grant and exercise of guest privileges including fees, number of guests, frequency of admissions and geographical limitations.

Article IX — Dues and Fees

9.1

The stock in Whitpain Greens shall be no par value in the amount of two hundred fifty dollars (\$250), unless otherwise changed by the Board of Directors. Each Family Unit shall be required to pay the no par value of a share certificated of Whitpain Greens Swim Club Stock.

- A. In addition to the purchase of stock, all classes of members will be required to pay annual dues, which shall be set by the Board of Directors each year.
- B. Dues shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and improvement of its property. Dues shall be payable as set forth by the Board of Directors.

- C. Effective for new members who join in the season onward, if a fully bonded new member (i.e., a member holding a stock certificate) becomes inactive due to three consecutive years of non-payment of annual dues, such member will automatically forfeit to the Club the member's stock certificate and the member will not receive a refund of the purchase price.
- D. In the event the Stockholders do not pay their annual dues, the Board of Directors shall have the power to redeem said Stockholder's stock.
- E. No dues shall be refunded in the event that pool operations are required to be suspended for any period.

9.2

- A. The share certificate of stock shall be transferable or assignable to a direct family member (parent to adult child) for a one-time transfer of said stock certificate. The fee for this service will be determined by the Board of Directors and must accompany the request for transfer of the stock certificate.
- B. A stock certificate may be redeemed by the Corporation through repurchase in accordance with the regulations as may be promulgated by the Board of directors. Each stock certificate shall be redeemed in chronological order and as soon thereafter as payment for a share certificate is received from an incoming new member. The Board of Directors shall determine the time, manner and amount for redemption of such stock certificate.

Article X — Nominations and Elections

10.1

Nominations for the office of Director shall be made by a Nominating Committee consisting of seven (7) "Active Members", appointed by the President.

10.2

The Nominating Committee shall present the names of at least one nominee for each vacancy on the Board of Directors to be voted at the annual meeting. The report of the Nominating Committee shall be forwarded to the stockholders of the Corporations simultaneously with the notice of the scheduled meeting.

10.3

Nominations of the candidates for election to the Board of Directors other than by the Nominating Committee shall be made by letter, signed by at least four (4) members entitled to vote and delivered to the Secretary at least five (5) days prior to the annual meeting.

10.4

Nominations may be made from the floor at the annual meeting. Floor nominations will require the following:

- A. An appropriate second.
- B. An acceptance by the nominee (either written and signed in advance and presented from the floor, or spoken from the floor by the nominee in person).

10.5

Four (4) Directors shall be elected at the annual meeting. These four (4) shall serve a minimum term of two (2) years. All Committee members shall serve a minimum of two (2) years.

10.6

The registered owner of owners of a stock certificate shall have one (1) vote regardless of the number in the Family Unit.

Article XI — Miscellaneous

11.1

Amendments to the Constitution and By-Laws shall be promulgated by the Board of Directors for submission to the membership of the Club.

11.2

Active Family Units may submit suggested constitutional amendments. A two-thirds (2/3) vote of the entire membership of the Board shall be necessary for the promulgation and submission to the membership of an amendment to the Constitution and By-Laws; should a petition for amendment be signed by thirty (30) or more Active Family Units, said amendment must be taken by the President directly to the membership for vote in accordance with the Constitution and By-Laws. A petitioned amendment must be submitted to the Board by Labor Day for vote at the next annual meeting.

11.3

A two-thirds (2/3) vote of the membership present and eligible to vote at the meeting shall be necessary to act upon and pass an Amendment to the Constitution and By-Laws.

11.4

Notice of the proposed Amendment to the Constitution and By-Laws shall be posted in writing to the membership at least ten (10) days before the meeting called to act on the amendment.

11.5

The written notice shall contain the specifications of the Constitution and By-Laws proposed to be amended and the specific sections ought to be submitted in place thereof.

11.6

"Members in good standing", "each member of record entitled to vote" and "members entitled to vote" are defined as members not indebted to the Club as defined in Article IX and as members not on suspension as defined in Article III, Section 3.8.